

AMERICAN SOFTWARE INC
 Form 4
 March 11, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
JARVIS JOHN

2. Issuer Name and Ticker or Trading Symbol
AMERICAN SOFTWARE INC [AMSWA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

470 EAST PACES FERRY ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ATLANTA, GA 30305

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	03/07/2014		C ⁽¹⁾		3,000	A	\$ 5.91 62,000
Class A Common Stock	03/07/2014		C ⁽¹⁾		3,000	A	\$ 6.16 65,000
Class A Common Stock	03/07/2014		C ⁽¹⁾		3,000	A	\$ 8.56 68,000
Class A Common Stock	03/07/2014		C ⁽¹⁾		3,000	A	\$ 8.97 71,000

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Stock

Class A Common Stock	03/07/2014		<u>C(1)</u>	3,000	A	\$ 8.6	74,000	D
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Class A Common Stock	03/07/2014		S	15,000	D	\$ 10.019 <u>(2) (3)</u>	59,000	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Acquire Class A Common Stock	\$ 5.91	03/07/2014		<u>C(1)</u>	3,000	10/29/2005 10/29/2014	Class A Common Stock	3,000	
Options to Acquire Class A Common Stock	\$ 6.16	03/07/2014		<u>C(1)</u>	3,000	04/30/2009 04/30/2014	Class A Common Stock	3,000	
Options to Acquire Class A Common Stock	\$ 8.56	03/07/2014		<u>C(1)</u>	3,000	07/29/2012 07/29/2017	Class A Common Stock	3,000	

Options to Acquire Class A Common Stock	\$ 8.97	03/07/2014	C ⁽¹⁾	3,000	01/31/2013	01/31/2018	Class A Common Stock	3,000
Options to Acquire Class A Common Stock	\$ 8.6	03/07/2014	C ⁽¹⁾	3,000	01/31/2014	01/31/2019	Class A Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JARVIS JOHN 470 EAST PACES FERRY ROAD ATLANTA, GA 30305		X		

Signatures

Dr. John Jarvis 03/11/2014

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) On March 7, 2014, the Reporting Person converted 15,000 options into an equal number of shares of Class A Common Stock.
- (2) Represents the weighted average sales price for price increments ranging from \$10.00 to \$10.08.

- The Reporting Person undertakes to provide, upon request from the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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